

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Medly Miami Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

DBA Medly Pharmacy3. Debtor's federal Employer Identification Number (EIN) 84-3858101

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

7088 Winchester Circle
Suite 100
Boulder, CO 80301

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Boulder

County

Location of principal assets, if different from principal place of business

2505-2695 NW 54th Street Miami, FL 33142

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.medly.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Medly Miami Inc.**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4461**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Medly Miami Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **See Rider 1** Relationship **Affiliate**

District **District of Delaware** When Case number, if known

11. Why is the case filed in this district? Check all that apply:
- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?
- ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** (Check all that apply.)
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard?
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other
- Where is the property?**
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency
Contact name
Phone

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- ☒ 1-49
☐ 50-99
☐ 100-199
☐ 200-999
- ☐ 1,000-5,000
☐ 5001-10,000
☐ 10,001-25,000
- ☐ 25,001-50,000
☐ 50,001-100,000
☐ More than 100,000

15. Estimated Assets
- ☐ \$0 - \$50,000
☐ \$50,001 - \$100,000
☐ \$100,001 - \$500,000
☐ \$500,001 - \$1 million
- ☒ \$1,000,001 - \$10 million
☐ \$10,000,001 - \$50 million
☐ \$50,000,001 - \$100 million
☐ \$100,000,001 - \$500 million
- ☐ \$500,000,001 - \$1 billion
☐ \$1,000,000,001 - \$10 billion
☐ \$10,000,000,001 - \$50 billion
☐ More than \$50 billion

Debtor **Medly Miami Inc.**
Name

Case number (if known)

16. Estimated liabilities☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☒ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Medly Miami Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **December 9, 2022**

MM / DD / YYYY

X /s/ Richard S. Willis

Signature of authorized representative of debtor

Richard S. Willis

Printed name

Title **Chief Executive Officer & Chief Financial
Officer****18. Signature of attorney****X /s/ Laura Davis Jones**

Signature of attorney for debtor

Date **December 9, 2022**

MM / DD / YYYY

Laura Davis Jones

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

919 North Market Street**17th Floor****Wilmington, DE 19801**

Number, Street, City, State & ZIP Code

Contact phone **302-652-4100**Email address **ljones@pszjlaw.com****2436 DE**

Bar number and State

Rider 1 to Voluntary Petition

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code.

1. Care Well Pharmacy Inc.
2. Grubbs Care Pharmacy NW Inc.
3. Marg Pharmacy Inc.
4. Medly Atlanta Inc.
5. Medly Baltimore Inc.
6. Medly Bedford Ave Pharmacy Inc.
7. Medly Bristol Inc.
8. Medly Bronx Inc.
9. Medly Chicago Inc.
10. Medly Dallas Inc.
11. Medly DC Inc.
12. Medly Enterprise LLC
13. Medly Grand Central Inc.
14. Medly Health Inc.
15. Medly Houston Inc.
16. Medly Jersey City Inc.
17. Medly Mail Service Pharmacy LLC
18. Medly Miami Inc.
19. Medly Orlando Inc.
20. Medly Pharmacy Inc.
21. Medly Pharmacy PA Inc.
22. Medly Pittsburgh Inc.
23. Medly Queens Inc.
24. Medly Raleigh Inc.
25. Medly San Antonio Inc.
26. Medly Stamford Inc.
27. Medly Tampa Inc.
28. Medly UCHC Pharmacy Inc.
29. Medly Utah Inc.
30. Pharmaca Integrative Pharmacy Inc.
31. Tango340B LLC
32. West Campbell Pharmacy Inc.

Care Well Pharmacy, Inc.
Grubbs Care Pharmacy NW Inc.
Marg Pharmacy, Inc.
Medly Atlanta Inc.
Medly Baltimore Inc.
Medly Bedford Ave Pharmacy Inc.
Medly Bristol Inc.
Medly Bronx Inc.
Medly Chicago Inc.
Medly Dallas Inc.
Medly DC Inc.
Medly Enterprise LLC
Medly Grand Central Inc.
Medly Houston Inc.
Medly Jersey City Inc.

Medly Miami Inc.
Medly Orlando Inc.
Medly Pharmacy Inc.
Medly Pharmacy PA Inc.
Medly Pittsburgh Inc.
Medly Queens Inc.
Medly Raleigh Inc.
Medly San Antonio Inc.
Medly Stamford Inc.
Medly Tampa Inc.
Medly UHC Pharmacy Inc.
Medly Utah Inc.
Pharmaca Integrative Pharmacy, Inc.
Tango340B LLC
West Campbell Pharmacy Inc.

**Omnibus Written Consent of the Sole Director and Sole Manager
of Certain Affiliates of Medly Health Inc.**

Effective as of December 8, 2022

The undersigned, being the sole director or sole manager (the “**Approving Party**”) of: (i) **CARE WELL PHARMACY, INC.**, a New York corporation, (ii) **GRUBBS CARE PHARMACY NW INC.**, a Maryland corporation, (iii) **MARG PHARMACY, INC.**, a New Jersey corporation, (iv) **MEDLY ATLANTA INC.**, a Georgia corporation, (v) **MEDLY BALTIMORE INC.**, a Maryland corporation, (vi) **MEDLY BEDFORD AVE PHARMACY INC.**, a New York corporation, (vii) **MEDLY BRISTOL INC.**, a Vermont corporation, (viii) **MEDLY BRONX INC.**, a New York corporation, (ix) **MEDLY CHICAGO INC.**, an Illinois corporation, (x) **MEDLY DALLAS INC.**, a Texas corporation, (xi) **MEDLY DC INC.**, a Washington, District of Columbia corporation, (xii) **MEDLY ENTERPRISE LLC**, a New York limited liability company, (xiii) **MEDLY GRAND CENTRAL INC.**, a New York corporation, (xiv) **MEDLY HOUSTON INC.**, a Texas corporation, (xv) **MEDLY JERSEY CITY INC.**, a New Jersey corporation, (xvi) **MEDLY MIAMI INC.**, a Florida corporation, (xvii) **MEDLY ORLANDO INC.**, a Florida corporation, (xviii) **MEDLY PHARMACY INC.**, a New York corporation, (xix) **MEDLY PHARMACY PA INC.**, a Pennsylvania corporation, (xx) **MEDLY PITTSBURGH INC.**, a Pennsylvania corporation, (xxi) **MEDLY QUEENS INC.**, a New York corporation, (xxii) **MEDLY RALEIGH INC.**, a North Carolina corporation, (xxiii) **MEDLY SAN ANTONIO INC.**, a Texas corporation, (xxiv) **MEDLY STAMFORD INC.**, a Connecticut corporation, (xxv) **MEDLY TAMPA INC.**, a Florida corporation, (xxvi) **MEDLY UHC PHARMACY INC.**, a New York corporation, (xxvii) **MEDLY UTAH INC.**, a Utah corporation, (xxviii) **PHARMACA INTEGRATIVE PHARMACY, INC.**, a Delaware corporation, (xxix) **TANGO340B LLC**, a New York limited liability company, and (xxx) **WEST CAMPBELL PHARMACY INC.**, a Texas corporation (each individually a “**Company**” and together, the “**Companies**”), pursuant to laws of the Companies’ respective states of incorporation, does hereby consent to the adoption of the resolutions set forth below with the same force and effect as though

adopted at a meeting duly called and held for the purpose of acting upon proposals to adopt such resolutions, and direct that this Omnibus Written Consent be filed in the records of each Company.

WHEREAS, the Approving Party has reviewed the historical performance of the Companies and the current and long-term liabilities of the Companies;

WHEREAS, the Companies' working capital has dissipated to the point where the Companies will be unable to continue operations;

WHEREAS, the Companies have contacted potential acquirers to discuss potential acquisitions of some or all of the Companies;

WHEREAS, the Companies have contacted qualified investors, including existing investors and creditors of the Companies, seeking commitment for an equity investment or the provision of further financing;

WHEREAS, the Approving Party has reviewed the materials presented by the management of and the advisors to the Companies regarding the strategic alternatives available to the Companies, including, without limitation, the proposals of the potential acquirers, investors, and creditors, and the impact of the foregoing on the Companies' business and its stakeholders;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Approving Party, it is desirable and in the best interests of the Companies, their creditors, employees, stockholders, and other stakeholders that a petition be filed by each Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**");

RESOLVED, that the officers of the Companies (each, an "**Authorized Officer**") be, and each of them hereby is, authorized on behalf of each Company to execute, verify and file all petitions, schedules, lists, and other papers or documents, and to take and perform any and all further actions and steps that any such Authorized Officer deems necessary, desirable and proper in connection with each Company's chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Authorized Officers, on behalf of each Company, are authorized, empowered and directed to retain the law firm of Pachulski Stang Ziehl & Jones LLP ("**PSZ&J**") as bankruptcy counsel to represent and assist the Companies in carrying out their duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance each Company's rights in connection therewith, and the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of PSZ&J;

RESOLVED, that the Authorized Officers, on behalf of the Company, are authorized, empowered and directed to retain the services of Epiq Corporate Restructuring, LLC ("**Epiq**"), as claims and noticing agent, effective as of the date the petition is filed, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the

filing of the bankruptcy, and to cause to be filed an appropriate application for authority to retain the services of Epiq;

RESOLVED, that the Authorized Officers of the Companies be, and hereby are, authorized and directed to employ any other professionals necessary to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Companies are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 cases and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professionals, as necessary, and on such terms as are deemed necessary, desirable and proper;

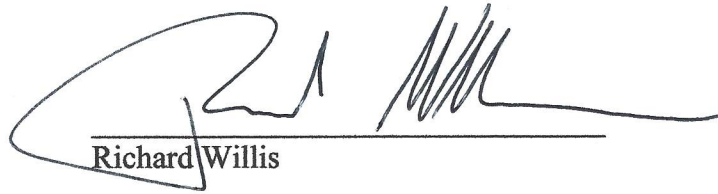
RESOLVED, that the Authorized Officers of the Companies be, and each of them hereby is, authorized and empowered to obtain post-petition financing according to terms which may be negotiated by the management of the Companies, including under debtor-in-possession credit facilities or the use of cash collateral; and to enter into any guaranties and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the Authorized Officers of each Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED, that in the judgment of the Approving Party it is desirable and in the best interests of the Companies that the Companies sell substantially all of its assets and, therefore, the Companies are hereby authorized to enter into one or more asset purchase agreements to effectuate such sale on such terms that management determines will maximize value, and the Companies are further authorized to file motions to approve such sale and for any related relief, or to approve a sale to a higher and better bidder, and to close such sale, subject to Bankruptcy Court approval in the Companies' chapter 11 proceedings;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Companies to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 case, including, but not limited to the development, filing and prosecution to confirmation of a chapter 11 plan and related disclosure statement; and

RESOLVED, that any and all actions heretofore taken by any Authorized Officer or the directors of the Companies in the name and on behalf of each Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects;

IN WITNESS WHEREOF, the undersigned has executed this Action by Unanimous Written Consent of the Sole Director and Sole Manager as of the date first written above.



Richard Willis

***[SIGNATURE PAGE TO OMNIBUS WRITTEN CONSENT OF THE SOLE DIRECTOR AND SOLE
MANAGER OF CERTAIN AFFILIATES OF MEDLY HEALTH INC]***

Fill in this information to identify the case:Debtor name Medly Miami Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement, List of Equity Holders and Creditor Matrix Verification**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 9, 2022**X /s/ Richard S. Willis**

Signature of individual signing on behalf of debtor

Richard S. Willis

Printed name

Chief Executive Officer & Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:Debtor name Medly Miami Inc.

United States Bankruptcy Court for the District of _____

(State)

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (on a Consolidated Basis)**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

1.	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1.	Cardinal Health 7000 Cardinal Place Dublin, OH 43017	Tel. (614) 757-5000 GMB-FSSW-PD- Vendor_M@cardinalhealth.com	Trade Debt				\$9,999,983.13
2.	Anda Inc 420 Montgomery Street San Francisco, CA 94104	David Swanson David.Swanson@andanet.com	Trade Debt				\$1,225,240.25
3.	Morgan Lewis & Bockius LLP One Federal Street Boston, MA 2110	Tatiana Savin tatiana.savin@morganlewis.com	Professional Fees				\$1,063,361.26
4.	JA Carpentry Inc. 150 English Street Hackensack, NJ 7601	Jim Agresta jim@jacbuild.com	Leasehold Improvements				\$1,059,991.38
5.	Workday Inc. PO Box 886106 Los Angeles, CA 90088	Seslie Sisneros seslie.sisneros@workday.com	SaaS Subscriptions				\$891,897.47
6.	Seqirus PO BOX 745986 Atlanta, GA 30374	Sara Flubacher sara.flubacher@seqirus.com	Trade Debt				\$830,292.03
7.	New York City Health and Hospital (2220) c/o RxStrategies 1900 Glades Road, Boca Raton, FL 33431	Casey McLennan cmclennan@rxstrategies.com	340B Reimbursement				\$661,369.17

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
8. ZS Associates, Inc. 1560 Sherman Avenue Evanston, IL 60201	Peter Manoogian peter.manoogian@zs.com	Professional Fees				\$562,000.00
9. Natural Factors 14224 167th Ave. SE Monroe, WA 98272-2810	Estela Alcaraz ealcaraz@factorsgroup.com	Trade Debt				\$520,835.59
10. Uniweb Inc. 222 S Promenade Ave Corona, CA 92879	Marie Dare mdare@uniwebinc.com	Furniture & Fixtures				\$506,112.74
11. Garden of Life 4200 Northcorp Parkway, Ste 200 Palm Beach Gardens, FL 33410	Gertrude Morrow gmorrow@gardenoflife.com	Trade Debt				\$426,852.94
12. New Chapter PO Box 6055 Brattleboro, VT 05302-6055	Joanne Scott jscott@new-chapter.com	Trade Debt				\$419,042.84
13. Nordic Naturals P.O. BOX 45845 San Francisco, CA 94145-0845	Jeannie Durksen jdurksen@nordic.com	Trade Debt				\$404,295.78
14. Impact Tech, Inc. 223 E. De La Guerra Street Santa Barbara, CA 93101	Erik Jacobsen erik.jacobsen@impact.com	Professional Fees				\$402,981.12
15. Hudson River Healthcare 248 West 35th Street New York, NY 10001	Dora Badics dbadics@rxstrategies.com	340B Reimbursement				\$356,406.12
16. Zendesk, Inc 989 Market St San Francisco, CA 94103	Belen Martinez belen.martinez@zendesk.com	SaaS Subscriptions				\$346,975.76
17. Pure Encapsulation 112 Technology Drive Pittsburgh, PA 15275	Jessica Colbert jcolbert@atrium-innovations.com	Trade Debt				\$323,414.77
18. Brightpoint Health 71 W 23rd Street New York, NY 10001	Dora Badics dbadics@rxstrategies.com	340B Reimbursement				\$308,293.45
19. Jarrow Formulas PO BOX 51916 Los Angeles, CA 90051-6216	JARROW FORMULAS monira@vytalogy.com	Trade Debt				\$294,808.31

20.	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
	CuraScript SD PO Box 978510 Dallas, TX 75397	Luisa Olan lolan2@curascript.com	Trade Debt				\$282,121.18
	LinkedIn GF 11, Park Avenue, Parimal Gardens Cross Road, Ellisbridge Ahmedabad, Gujarat 380006	Francis Valderama fvalderama@linkedin.com	Professional Fees				\$280,084.76
	Sun River Health 1037 Main St. Peekskill, NY 10566	Dora Badics dbadics@rxstrategies.com	340B Reimbursement				\$276,038.09
	Dr. Hauschka Skin Care 79 Main Street Hartfield, MA 01038	Kate Martin KateM@drhauschka.com	Trade Debt				\$270,160.80
	Gaia Herbs Inc. P. O .BOX 639306 Cincinnati, OH 45263-9306	Misty A. Worley maw@gaiaherbs.com	Trade Debt				\$269,260.96
	ANRO Inc. 931 S. Matlack Street West Chester, PA 19382	Jeanne Detwiler jeanne.detwiler@anro.com	Storage Fees				\$248,690.55
	Fungi Perfecti, LLC P.O. Box 7634 Olympia, WA 98507	Kay Briggs kay.b@fungi.com	Trade Debt				\$248,686.01
	Mintz, Levin, Cohn, Ferris, Glovsky & Popeo P.C. PO Box 4539 Boston, MA 02212	Samuel Effron LMMoldawer@mintz.com	Professional Fees				\$233,200.39
	Avtex Solutions LLC PO Box 85660 Minneapolis, MN 55485	Michelle Doy lweierke@Avtex.com	Utilities				\$229,866.07
	Thorne Research Inc. 620 Omni Industrial Blvd Summerville, SC 29486	Shelli Vaughn SVaughn@thorne.com	Trade Debt				\$222,552.45
	Zufall Health Center Inc. 18 W Blackwell St Dover, NJ 7801	Tel. (973) 328-9100 Fax (973) 328-9101	340B Reimbursement				\$220,836.47

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

MEDLY MIAMI INC.,

Debtor.

Chapter 11

Case No. 22-____ (____)

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned authorized officer of the above-captioned Debtor, certifies that the following is a corporation other than the Debtor, or a governmental unit, that directly or indirectly owns 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1.

☐ None [*check if applicable*]

Name: Medly Health Inc.
Address: 7088 Winchester Circle
Suite 100
Boulder, CO 80301

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

MEDLY MIAMI INC.,

Debtor.

Chapter 11

Case No. 22-____ (____)

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case:

Equity Holder	Address of Equity Holder	Percentage of Equity Held
Medly Health Inc.	7088 Winchester Circle Suite 100 Boulder, CO 80301	100%

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

MEDLY MIAMI INC.,

Debtor.

Chapter 11

Case No. 22-____ (____)

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above captioned debtor and its affiliated debtors in possession (collectively, the “Debtors”)¹ hereby certify that the *Creditor Matrix* submitted herewith contains the names and addresses of the Debtors’ creditors. To the best of the Debtors’ knowledge, the *Creditor Matrix* is complete, correct, and consistent with the Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the *Creditor Matrix* have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ The Debtors, along with the last four (4) digits of each Debtor’s federal tax identification number are: Medly Health Inc. (3391); Care Well Pharmacy, Inc. (9048); Grubbs Care Pharmacy NW Inc. (0490); Marg Pharmacy, Inc. (5838); Medly Atlanta Inc. (7312); Medly Baltimore Inc. (2354); Medly Bedford Ave Pharmacy Inc. (3690); Medly Bristol Inc. (4556); Medly Bronx Inc. (4741); Medly Chicago Inc. (5231); Medly Dallas Inc. (7581); Medly DC Inc. (9403); Medly Enterprise LLC (8898); Medly Grand Central Inc. (1741); Medly Houston Inc. (7443); Medly Jersey City Inc. (5677); Medly Mail Service Pharmacy LLC (9203); Medly Miami Inc. (8101); Medly Orlando Inc. (7581); Medly Pharmacy Inc. (4606); Medly Pharmacy PA Inc. (8494); Medly Pittsburgh Inc. (8381); Medly Queens Inc. (9623); Medly Raleigh Inc. (5140); Medly San Antonio Inc. (9973); Medly Stamford Inc. (4966); Medly Tampa Inc. (5128); Medly UCHC Pharmacy Inc. (6672); Medly Utah Inc. (4648); Pharmaca Integrative Pharmacy, Inc. (0334); Tango340B LLC (4781); and West Campbell Pharmacy Inc. (2931). The Debtors’ business address is 7088 Winchester Circle, Suite 100, Boulder CO 80301.